

PAKISTAN ELECTRONICS MANUFACTURERS ASSOCIATION

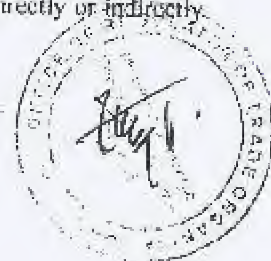
(Company Limited By Guarantee)

MEMORANDUM OF ASSOCIATION



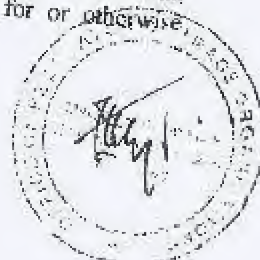
1. The name of the Association will be "Pakistan Electronics Association".
2. (i) The Registered Office of the Association will be situated in the Province of Sindh.

(ii) Regional or Liaison Offices of the Association may be set up in all the four provinces, as may be decided from time to time.
3. The objects for which the Association is established are:-
 - (i) To promote the Electronic Industry and in particular to promote, develop and encourage the manufacture of Electronic apparatus and their parts.
 - (ii) To safeguard and protect the interests of members of the Association by promoting co-operation and eliminating unhealthy competition between members or by any other means as may be expedient.
 - (iii) To improve conditions in Electronic Industry and to protect the public against malpractice.
 - (iv) To promote the idea of education and social welfare by means of Electronic apparatus.
 - (v) To improve the technical knowledge of persons engaged in the Electronic Industry and with a view thereto to test by examination or otherwise the competence of such persons and to award certificates and distinctions.
 - (vi) To promote the consideration and discussion of all questions affecting Electronic Industry (which expression in this Memorandum includes all ancillary and allied industries, and every branch of any such industry) and generally to watch over and protect the interests of members of the Association.
 - (vii) To seek and secure protection, concessions, recognition and other facilities from the authorities and the Government and from other sources for and in the interest of the Electronic Industry.
 - (viii) To give the legislature or any other authority or any public or commercial body, organization or conference, whether national or international, facilities for conferring with and ascertaining the views of members of the Association as regards matters directly or indirectly affecting Electronic Industry.



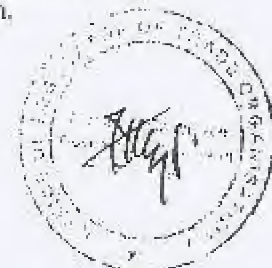


- (ix) To promote or oppose any legislative or other measures affecting Electronic Industry.
- (x) To collect and circulate statistics and other information relating Electronic Industry.
- (xi) To elect or nominate representatives, delegates or advisers to any public, private or Government body or conference whether national or international.
- (xii) To mediate upon controversies or disputes between members of the Association.
- (xiii) To print, publish, issue and circulate journals, bulletins, books, monographs, circulars and any other literary matter, and to promote any advertising campaign as may seem conducive to the attainment of the objects of the Association.
- (xiv) To draw, make, exchange, endorse, accept, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures or other negotiable or transferable instruments of the purpose of the Association.
- (xv) To purchase, take, lease, exchange, hire or otherwise acquire any real and personal property and any rights or privileges necessary or convenient for the promotion of any of the objects of the Association.
- (xvi) To borrow, raise and to secure the repayment of money, in such manner on such securities as may be deemed expedient for the purposes of the Association.
- (xvii) To sell, prove, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Association.
- (xviii) To invest the moneys of the Association not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
- (xix) To devote, apply or subscribe any money, securities, stocks or shares bequeathed to or made over to the Association to such objects or purposes as the donor may direct or where no such directions are given to the protection and attainment of the objects of the Association or otherwise as may from time to time be determined.
- (xx) To establish, undertake, administer, support or aid in the establishment and support of any charitable or benevolent fund calculated to benefit employees or ex-employees of the Association or the dependents of such persons and to grant pension, allowances and bonuses.
- (xxi) To establish, subsidise, promote, co-operate with, affiliate with, become a member of, act as agents or delegates for or otherwise



assistany Associations, whether incorporated or not, with objects altogether or in parts similar to those of the Association.






- (xxii) When deemed to the public interest or for the purpose of the promotion or safeguarding of any interest right of privilege of any members of the Association, to undertake, prosecute, or defend, and to assist (pecuniarily or otherwise) any member of the Association, to undertake, prosecute or defend any proceedings civil or criminal in any court and to make or assist any such member to make any representation to any Government, public or private body, association, firm or individual.
 - (xxiii) To subscribe to and become a member of the Federation of Pakistan Chamber of Commerce and Industry.
 - (xxiv) To do all such other things as are incidental or conducive to the attainment of any of the above objects.
4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the present or past members of the Association or to any of them or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member thereof in return for any services actually rendered to the Association.
5. The fourth paragraph of this Memorandum is an condition on which a licence is granted to the Association in pursuance of Section 26 of the Companies Act, 1913.
6. The liability of members is limited.
7. Every member of the Association undertake and guarantees to contribute to the assets of the Association in the event of the same being wound up during the time that such member is an member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which such member ceases to be a member and of the costs, charges and expense of ending up the same and for the adjustment of the right of the contributories among themselves, such amount as may be required not exceeding two hundred and fifty rupees.
8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association to be determined by the members of the Association at or before the time of dissolution.



9. Any amendment to this Memorandum of Association shall be subject to the prior approval of the Government, and shall also be made whenever required by the Government.

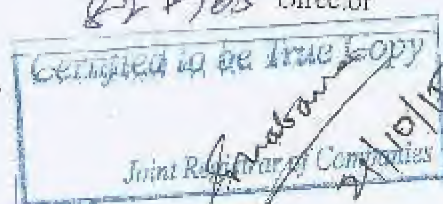
10. The territory to which the objects of the Association extend shall be entire Pakistan.

We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association:

Names, Address and Descriptions of Subscribers	Authorized Signatures.	Name, Address and Description of the witnesses of the Signatures.
1. AAA (Pvt) Ltd 11- modern Housing Society, Main Tipu Sultan Road, Karachi	For AAA (Pvt) Ltd Mr. Arshad Farooq Director	
2. Digital World Pakistan Ltd. 12C, Block K, Main Boulevard, Gulberg III, Lahore	For Digital World Pakistan Ltd. Mr. Farooq Naseem Chief Executive Officer	
Dynasel (Pvt) Ltd 21-Commercial Area, Cavalry Ground, Lahore	For Dynasel (Pvt) Ltd Mr. Haroon Niazi Managing Director	
5. New Allied Electronics Industries (Pvt) Ltd 7 th Floor, Lakson Square, Building No.1, Sarwar Shaheed Road, Karachi	For New Allied Electronics Industries (Pvt) Ltd Mr. Sarfrazuddin Director Operations	
6. Pacific Traders Pakistan (Pvt) Ltd. L-18, Block-21, F.B. Industrial Area, Karachi	For Pacific Traders Pakistan (Pvt) Ltd. Mr. Haider Ali Hussain Managing Director	



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| 7. PEL Daewoo Electronics Ltd
81/1, Phase IV, Industrial Estate, Hattar, Haripur. | For PEL Daewoo Electronics Ltd
Mr. Naseem Saigol
Chairman |
| 8. Singer Pakistan Ltd.
Room No. 608, 6 th Floor, Beaumont Plaza, Beaumont Road, Near PIDC, Karachi | For Singer Pakistan Ltd.
Mr. M.K. Haq
Project Manager |
| 9. SHN Industries
L-9, Block-21, F.B. Industrial Area, Karachi | For SHN Industries
Mr. A. Majid S. Hussain
Managing Director |
| 10. SoloTech Electronics
85/A, Industrial Estate, Kotakhat, Lahore | For SoloTech Electronics
Mr. Shahzad Alam
Chief Executive Officer |
| 11. Sinar Electronics Industries
S-1, Hotel Golden City, Sarmad Road, Saddar, | For Sinar Electronics Industries
Mr. Faizan Ahmad
Managing Director |
| 12. SVA Ruba Electronics
Room No. 403, 4 th Floor, Beaumont Plaza, Beaumont Road, Karachi | For SVA Ruba Electronics
Mr. Karamat Shah Afridi
Director |



AN ASSOCIATION SET UP
UNDER SECTION 42 OF THE COMPANIES ORDINANCE 1984

ARTICLES OF ASSOCIATION

OF THE

PAKISTAN ELECTRONICS MANUFACTURERS ASSOCIATION

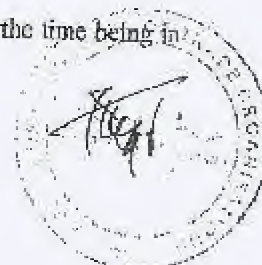
{Licensed under the Trade Organizations Act, 2013 (No.II of 2013)}

REGULATIONS

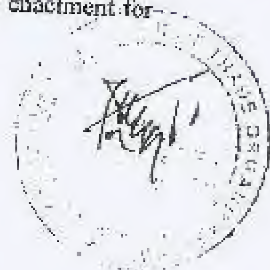
- 1). The Regulations contained in Table C of the First Schedule to the Companies Ordinance, 1984 (XLVII of 1984) shall not apply to the Association except as laid down herein.

DEFINITIONS

- 2). In the Articles unless there is any thing repugnant in the subject or context:
- (i). "Association" means Pakistan Electronics Manufacturers Association.
- (ii). "Member" means a business concern whether Sole Proprietorship, Partnership, Association of Persons, or a Company admitted as Association or Corporate member of the Association.
- (iii). "Associate Member" means a member of the Association which is not body corporate or a multinational or a sales tax registered manufacturing concern or a sales-tax-registered business concern having annual turn over of Rs. 50 million or above;
- "Corporate Member" means a member of the trade organization which is either a body corporate or a multinational corporation which its head office or branch office in Pakistan or a sales-tax registered manufacturing concern or a sales-tax- registered business concern having annual turn-over of Rs. 50 million or above;
- (v). "General Meeting" means a meeting of General Body whether ordinary, special or extraordinary.
- (vi). "The Article" means the Article of Association.
- (vii). "The Chairman" means the Chairman of the Association.
- (viii). "The Bye-laws" means the Bye-Laws of the Association for the time being in force.



- (ix). "The Committee" means the Executive Committee of the Association elected under these Articles and include any zonal Committee or Sub-Committee of the Association appointed by the Association.
- (x). "Office Bearers" means the Chairman, Senior Vice Chairman and Vice Chairman of the Association.
- (xi). The "Secretary General" means the Secretary General of the Association.
- (xii). "Act" means the Trade Organizations Act 2013 (No. II of 2013) or any other statutory enactment in place of the said Act for the time being in force.
- (xiii). "Trade Rules" means the Trade Organizations Rules, 2013 for the time being in force.
- (xiv). "The Regulator" means the Regulator of Trade Organisations appointed by the Federal Government and includes an officer empowered by the Federal Government to perform the functions of the Regulator under the Act.
- (xv). "Northern Zone" means the Provinces of Punjab and Khyber Pakhtunkhwa and Federal Area;
- (xvi). "Southern Zone" means the Provinces of Sindh and Baluchistan.
- (xvii). "Year" means a year reckoned from 1st October to 30th September.
- (xviii). "The Ordinance" means the Companies Ordinance of 1984 or any other statutory enactment in place of said Ordinance for the time being in force.
- (xix). "Register" mean the Register of Members of Association kept in pursuance of Section 147 of the Companies Ordinance, 1948.
- (xx). "Resolution of Association" means any resolution passed at any meeting convened to take decision while adhering to the provisions of Section 157 to 173 of the Ordinance.
- (xxi). "Words indicating the singular number shall, include plural numbers and Vice Versa. Words signifying persons shall apply mutatis mutandis to firms; corporation or Joint Stock Companies.
- (xxii). "Words indicizing masculine gender shall include feminine gender.
- 3).
- (a). All other expression defined in the Ordinance shall have the meaning assigned to them in the Ordinance.
- (b). When any provision of the Ordinance is referred to, the references shall be to such provision as modified by any statutory enactment for the time being in force.



LIMIT OF MEMBERS

- 4). For the purpose of registration, the Association hereby declares to consist of unlimited number of members.

PURPOSE

- 5). The Association is established for the purposes expressed in the Memorandum of Association.

CLASSIFICATION OF MEMBERS

- 6). The Membership of the Association shall comprise of two categories of members, namely:
- (a) **Corporate Members** of the Association which are either a Body Corporate or a Multinational Corporation having its Head Office or Branch Office in Pakistan or a Sales Tax Registered manufacturing concern or a sales tax registered business concern having annual turn over of Rs. 50million or above.
 - (b) **Associated Members** of the Association which are not a Body Corporate or a Multinational or a sales-tax-registered manufacturing or sales-tax-registered Business concern having turn-over of Rs. 50 million or above.

ELIGIBILITY FOR MEMBERSHIP

- 7). A sole proprietorship firm or any other company or a business concern shall be eligible for membership of the Association, provided that it is carrying on business, and fulfill the criteria as provided in Rule 11(1) (a to c) of Trade Rules.
- 8).
- (i). Every application for the membership of the association shall be made on a form prescribed by the Association and submitted by the Applicant to the Secretary General together with the first year's Membership Fee subscription and the admission fee.
 - (ii). Every individual business concern firm or joint stock company desirous of becoming a member of the Association shall "submit to the Secretary General, membership application form. The application so received shall be placed before the next meeting of or circulated amongst the Executive Committee which may accept or reject the same for the reasons specified in the rejection order.



- (iii). In case of rejection, no further application shall be entertained for a period of one year reckoned from the date of such rejection and the fees paid by the Applicant shall be refunded. The applicant shall, however, have the right to approach the Regulator, whose decision in this regard shall be final and binding.

DURATION OF MEMBERSHIP

- 9). The Membership of the Association shall be for a period of one year and shall expire on the 31st day of March every year, irrespective of the date of grant of Membership.

RENEWAL OF MEMBERSHIP

- 10). The Membership shall be renewable on annual subject to fulfillment of the following conditions:
- (a). Payment of prescribed fee within the time stipulated for the purpose but not later than 31st of March; and
 - (b). Proof of filing returns of Income Tax and Sales Tax if applicable for the preceding year.

ADMISSION FEE

- 11). Every member will be required to pay admission fee at the rate determined by the Executive Committee from time to time. Any firm being a member of the Association shall have, on changing the Firm's name or on change of constitution of the firm, to put in a fresh application for membership. However, no admission fee shall be charged, provided the Applicant has taken over the assets and accepted the liabilities of the original firm. In any case the Executive Committee shall be competent to decide such cases on merit.

MEMBERSHIP FEE

- 12). In addition to the Admission Fee payable as provided in Article-11, every member shall annually pay Membership Fee by 31st March each year, for the year. The Membership Fee may be varied from time to time by the Executive Committee on its sole discretion.

PRIVILEGES OF MEMBERSHIP

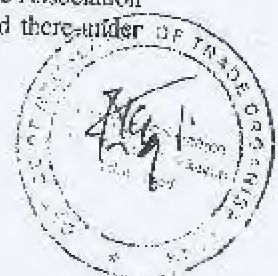
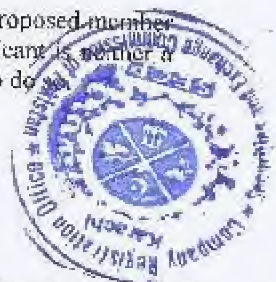
- 13).
- i). Every member of the Association shall be entitled:
 - a). To take part in the elections and cast vote to elect office bearers of the Association as per rules and regulations in force.



- b). To take advantage of the information and record available with the Association under such limitation as the Executive Committee may prescribe.
- c). To obtain a copy of the annual report and statement of accounts of the Association.
- d). To obtain a copy of all publications of the Association either free of cost or at such prices as may be fixed by the Executive Committee from time to time.
- e). To cause an ordinary or extraordinary General Meeting of the Association to be convened in conjunction with other members of the Association in accordance with these articles.
- f). To participate in the General Meetings of the Association.
- g). To stand or propose or second members for election to the Executive Committee for the Association.
- h). To stand for election as a representative of the Association on any non political public or private body.
- i). To seek assistance of the Association for securing all reasonable facilities for the development of his trade / industry.
- j). To inspect or examine books of accounts and other documents, registers or records of the Association subject to any rules, conditions or limitation that may be laid down in this behalf under the relevant law or by the Committee or by a resolution of the Association in a General Meeting.
- k). To be entitled to such other privileges as may be specified by the Executive Committee from time to time.
- 2). In order to avoid conflict of interest and positions, a proposed member will furnish an undertaking to the effect that the applicant is neither a member of any other Trade Organization nor intends to do.

DUTIES AND OBLIGATIONS OF MEMBERS

- 14). Every member shall have the following duties and obligations:
 - (a). To make every effort to carry out the aims and objectives of the Association as set forth in the Memorandum of Association.
 - (b). To Carry out and abide by the rules and regulations of the Association as laid down in these Articles or in the bye-laws framed there-under from time to time.

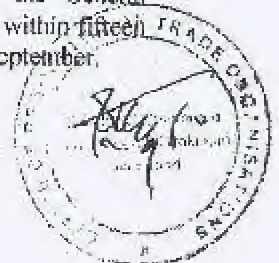


- (c). Submit as far as possible all complaints, appeals, etc in writing to the Secretary General.
- (d). To bring to the notice of the Executive Committee any matter likely to cause any loss or harm to the interest of the Association or its Members in whatever manner.
- (e). To pay the Membership fee of the Association regularly.
- (f). To accept and abide by the decision of the Executive Committee provided the decisions are not inconsistent with the provisions of the Memorandum or the Articles of Association or the Act, or any rules, regulations, instructions or directions issued thereunder.
- (g). To convey to the Executive Committee all information that may be considered necessary for promoting the aims and objects of the Association.
- (h). To take part in the deliberation of the meeting of the Association which he is entitled to attend and to abide by the rules framed for the conduct of the business of the meetings from time to time.
- (i). To assist and cooperate with the Executive Committee in the field of trade, commerce and industry with specific reference to the trade or industry the Association is concerned.
- (j). The proceedings of the Association, will be treated by members as strictly confidential and will not be discussed in public. Only the Chairman (or his duly authorized nominee) will be entitled to make a public statement on behalf of the Association. If any member has failed to observe the rule requiring proceedings of the Association to be treated as confidential the Association may in writing call upon such member to resign from the Association.

ELECTIONS

- 15). The election of the Association shall be conducted according to the procedure laid down in the Articles of Association and according to a schedule approved by the Executive Committee between the 1st July and 30th day of September each year subjected to the following wherever applicable:

- (a). The election of the Members of the Executive committee including Chairman, Senior Vice Chairman and Vice Chairman shall be held by secret ballot. The members of Executive Committee so elected shall proceed to elect from themselves Chairman, Senior Vice Chairman and Vice-Chairman and their final result shall be officially announced at the General Meeting of the Chairman called for this purpose within fifteen days of the date of polling but before or on 30th September.



- (b). On completion of their term the retiring members of the Executive Committee shall not be eligible to stand for election or co-option for the Executive Committee in any representative capacity for the next one year.
- (c). No voting by proxy or postal ballot shall be allowed.
- (d). No member shall be entitled to vote at any meeting of Association unless all moneys due on account of Membership fee or otherwise have been paid to the Association by the due date.
- (e). Voting rights shall accrue only after two year's standing as member, except, for the first elections after the incorporation.
- (f). No member who has resigned or ceased to be a member or has been expelled from the Association shall be entitled to attend or vote at any meeting of the Association.
- (g). The Chairman or whosoever be presiding over a meeting shall, in the case of equality of votes, have a second or casting vote except in the matter of any election of the Association.

ELIGIBILITY TO VOTE

- 16). A member shall be eligible to vote in election of the Association after completion of two year of membership in the Association provided such a member fulfills the conditions stipulated for the renewal of membership and the change of class of membership, if any, has been notified by the Secretary General with the approval of Executive Committee of the Association as the case may be, at least three months prior to announcement of election schedule.
- 17). Every member eligible to vote shall deposit with the Secretary General of the Association the specimen signature card along with his / her photograph indicating his / her status in the firm, company or concern. The right to vote shall be allowed only to the proprietor, partner or the director of the member firm or company, or a person not below the rank of General Manager authorized by the Board of Directors of a public limited company or a Multi-National company, as the case may be.
- 18). The Proprietor, partner or director of the member firm or company concerned or a person not below the rank of General Manager authorized by the Board Directors of public limited company or a multinational company shall be entitled to cast his / her vote at the time of election only if his or her name has already been registered with the Secretary General of the Association and his name appears on the list of voters. However, in the case of Associated Bodies, Associations or persons a society or a trust etc., the member may be represented by an authorized person who is member of its Governing Body.



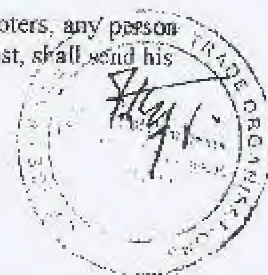
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LIST OF VOTERS

- 19). The Secretary General of the Association shall within seven days of the issuance of the election schedule display a list of all members eligible to vote along with their National Tax Number, Sales Tax Registration Number, if applicable and the name and National Identity Card Number of their representative. Provided that every member of the Association will be entitled to obtain a copy of such list upon payment of the prescribed fee. The voters list shall be displayed at:
- (a). The Notice Board of the head Office and Regional Offices of the Association; and
 - (b). The website of the Association.
- 20). The change, if any, regarding name of representative appearing in the list of voters shall be sent to the Secretary General of the Association along with necessary proof of eligibility within seven days of the announcement of election schedule.
- 21). The members who have any objection to the entries / changes in the list of voters shall send their objections in writing to the Secretary General within seven days of the issuance of the said list.
- 22). The Secretary General will intimate action on the objections or changes sent by members within seven days from the last day under preceding clause.
- 23). In case of any dispute pertaining to the eligibility of a member, the matter may be referred to the Election Commission of the Association by any person aggrieved by the decision of the Secretary General of the Association within three days which will decide that case within three days.
- 24). Within three days of the decision by the Election Commissioner, any person aggrieved by the decision of the Election Commission may appeal to the Regulator who shall decide the case within ten days whose decision in this regard shall be final.
- 25). Within two days of the decision of the Regulator the final voter's list shall be:
- (a). Displayed at the notice board of the head office and regional offices of the trade organization;
 - (b). Displayed at the website of the trade organization; and
 - (c). Submitted to the Regulator.

NOMINATION PAPERS

- 26). (a). Within four days of the issuance of the final list of voters, any person who is eligible to contest the election for the vacant post, shall send his



nomination duly proposed, seconded, and signed by the candidate to the Secretary General on the prescribed form in accordance with the Articles of Association or rules of the Association.

- (b). Within twenty-four hours of receipt of nomination papers, a copy of the final voters shall be provided to each contesting candidate.
- (c). The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within twenty-four hours of the last date of receipt of nomination papers.
- (d). The objections, if any to the nomination of the candidates can be filed to the election commission within twenty-four hours of issuance of the list of candidates, which shall be decided by the election commission within two days.
- (e). Within two days of decision of the commission or in case the commission fails to decide within the stipulated time provided in sub-rule (12) of Rule 18, any candidate aggrieved by the decision of the commission may file an appeal to the Regulator, who shall decide within 7 days and his decision in this regard shall be final.
- (f). Within two days of the decision of the Regulator the Election Commission shall issue the final list of candidates.
- (g). Provided that if no appeal has been filed to the Regulator, the final list of candidates shall be issued within eleven days of the decision of the election commission under sub-rule (12) of Rule 18.
- (h). Within five days of display of final list of candidates, the polling for election of members of Executive Committee shall be held.
- (i). Within two days of the polling as provided in sub-rule (15) of Rule 18, any person elected as member of Executive Committee, shall send his nomination for election as an office bearer duly proposed and seconded by an elected Executive Committee member and signed by the candidate to the election commission.
- (j). The nomination papers shall be scrutinized by the commission and list of candidates shall be displayed within 24 hours of the last date of receipt of nomination papers.
- (k). Within two days of display of final list of candidates, the polling for election of office bearers shall be held.

APPOINTMENT OF ELECTION COMMISSION

- 27). Simultaneously with the approval of election schedule the Executive Committee of the Association shall appoint an Election Commission, subject to the following conditions namely:

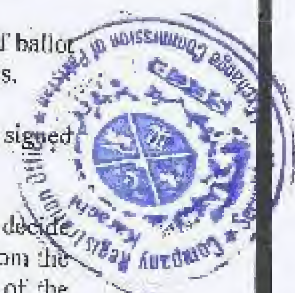
- (a). The Commission may comprise of three members;



- (b). The members so appointed have submitted their consent in writing to their appointment as such;
- (c). The members of the Commission, so appointed have not held any office of the Association for the preceding two years.
- (d). The members of the Commission shall not be entitled to become a candidate in the election they are conducting;
- (e). The members of Commission shall act independently and impartially; and
- (f). The members of the Commission shall not canvass for any candidate or panels contesting the election, they are conducting.

BALLOT PAPERS

- 28). The ballot papers shall have duly numbered counterfoils and the voters shall sign or affix thumb impression thereon in the presence of the polling agents of the candidates and the returning officer before the issuance of ballot papers to him / her.
- 29). It shall be the duty of the polling officer to see the original identity card issued by the Association or national identity card or passport and or the driving license or any other acceptable mode of identification of the voter and write the number thereof on the counterfoil.
- 30). After comparing the signatures and photographs with the specimen signatures cards the polling officer shall handover the ballot paper to the voter.
- 31). The ballot paper shall be signed by the Secretary General or an officer of the Association duly authorized by the Commission in this behalf and shall also be signed by the polling officer at the time when it is issued.
- 32). The voter shall not be allowed to leave the booth after the ballot paper has been handed over to him until and unless he or she has inserted his / her ballot paper in the box placed before the presiding officer / polling officer and polling agents of the candidates.
- 33). Adequate arrangements shall be made to maintain the secrecy of the polls.
- 34). Proper account shall be maintained by a designated officer in respect of ballot papers including used, unused, tendered, challenged or stray ballot papers.
- 35). The challenged votes shall be kept in a separate sealed envelope duly signed and sealed by the polling officer.
- 36). The Commission or an officer designated by the Commission shall decide about the challenged votes after verification of necessary information from the member firm, company or concern before the official announcement of the results.



CONDUCT OF POLLING

- 37). The returning officer as appointed shall be incharge of all arrangements connected with such elections, including counting of votes and announcement of results.

COUNTING OF VOTES

- 38). Counting of votes shall take place immediately after the polling hours under the supervision of Returning officer in the presence of polling agents of the candidates, if any, at the designated sites.

PROVISIONAL RESULTS

- 39). Provisional results may be declared by the returning officer immediately after the counting of votes is completed.

INSPECTION OF RECORD OF ELECTIONS

- 40). The record of elections shall be open to inspection by the Members upon an application made to the Returning Officer or his nominee in this behalf within seven days of the date of polling.

EQUALITY OF VOTES

- 41). In the event of Equality of votes between two or more candidates a lot shall be drawn by the returning officer in the presence of candidates or their authorized representatives / polling agents of such candidates and a record of the result thereof shall be made.

ANNOUNCEMENT OF RESULTS

- 42). The final result of elections shall be announced at the Annual General Meeting of the Association called for this purpose within fifteen days of the date of polling, but not later than 30th of September of the year, which shall be the material date for the purposes of paragraph (iii) of clause (f) of sub-Section (9) of Section 14 of the Act.

- 43). The final election result announced at the General Meeting shall be displayed at:

- (a). The Notice Board of the Head Office and Regional Offices of the Association within two days; and
- (b). Displayed at the website of the Association within two days; and
- (c). Submitted to the Regulator within 7 days.



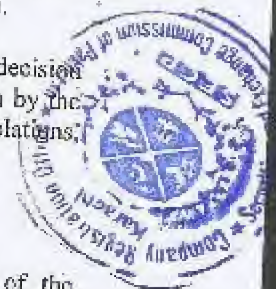
REGISTER OF MEMBERS

44).

- (a). A register of members in the form specified in Annex-I of Schedule-A of the Trade Rules, shall be maintained at the Registered Office of the Association in which shall be set forth the names, addresses and other particulars of all the members, for the time being, and in which shall be recorded all changes in membership.
- (b). Every member shall have the right to have the name of his / its representative changed from time to time provided that no such change shall be effected during the period from the date on which the final list of members and their representatives has been circulated for the purpose of the elections of the Association until after the holding of the elections.

RESIGNATION, REMOVAL AND EXPULSION FROM MEMBERSHIP

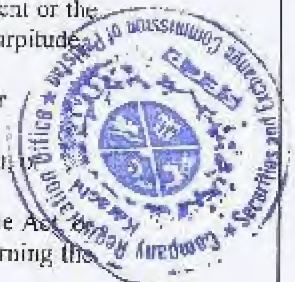
- 45). (a). Any member may resign from the Association by giving 30 days notice in writing to the Executive Committee and upon expiration of the notice he shall cease to be a member. The member who has resigned or whose name has been removed from the register for non-payment of subscription or for expulsion from the membership for the Association shall remain liable for all dues to the Association upto the date of resignation, removal or expulsion.
- (b). Any member who has resigned or whose name has been removed from the register or who has been expelled from the membership of the Association shall not be entitled to refund of membership fee paid by him to the Association.
- (c). A member shall be liable to be fined upto an amount equal to that of the Membership Fee or to be expelled from the membership of the Association, or the rights and privileges of member shall be liable to be withdrawn, for any of the following reasons by a resolution of the Executive Committee passed in a meeting specially convened for the purpose by two third majority of the members present in person.
 - (i). Neglect of or refusing to submit to, abide by, or carry out any decision of the Executive Committee taken within the limits laid down by the Articles of the Association or by the Act, or any, rules, regulations, instructions or directions issued thereunder.
 - (ii). indulging in unethical practices.
 - (iii). Intentional violation of the rules, regulations, or bye-laws of the Association, provided that a member shall not be expelled by the Executive Committee unless he has been given an opportunity of explaining his position in writing and / or in person.



- (iv). Provided further that the member so expelled shall have the right to appeal, within one month from the date of expulsion, to the General Body of the Association.
- (v). Provided further that when such an appeal is made by the member, the Executive Committee shall arrange to convene a meeting of the General Body within 30 days from the date of receipt of the appeal, and the decision of the General Body in the matter shall be final.
- (vi). Provided further that the aggrieved person shall have the right to appeal to the Regulator, whose decision shall be final and binding.

CESSATION OF MEMBERSHIP

- 46). A member shall cease to be a member of the Association for any of the following reasons:
- (i). If he resigns from his membership as per clause (a) of Article 45 above, or
 - (ii). if he is expelled from membership as per clause (c) of Article 45 above or
 - (iii). If he fails to pay annual subscription or any other dues by a date determined by the Executive Committee, despite notice for 'payment in this behalf', provided that the Executive committee if it deems fit and proper shall have power to extend time for payment.
 - (iv). If any change is made in the constitution of a firm or corporate name of a company or corporation which substantially alters the composition of that firm, company or corporation or
 - (v). In case of an individual, if he is undischarged insolvent, or if he is adjudged by a competent court to be of unsound mind, or if he is convicted of an offence involving moral turpitude, or
 - (vi). In the case of a firm, when it is dissolved, or adjudged insolvent or the partners thereof are convicted of an offence involving moral turpitude.
 - (vii). In the case of company or corporation, when it is wound up, or
 - (viii). If he closes or transfers his business to a place outside Pakistan.
 - (ix). If he is expelled from membership of the Association under the Act or any other laws and Ordinance issued from time to time governing the activities of Trade Organisations, or
 - (x). if he ceases to hold requisite permission or license for carrying out the business of the Sector relevant to the Association.



RESTORATION OF MEMBERSHIP

- 47). A Member whose name has been removed from the register due to non payment of subscription shall be eligible for re-enrolment on payment of an admission fee afresh and all arrears outstanding against him.
- 48). Any vacancy caused by disqualification under the provisions of these Articles in Executive Committee or Circle Committee shall be filled for the remaining part of the term by Committee in such manner as it decides.

ADMINISTRATION

- 49). The Administration and management of the affairs of the Association shall be vested in:
- (i). Office Bearers including Executive Committee.
 - (ii). The Zonal Committee, if any.

COMPOSITION OF EXECUTIVE COMMITTEE

- 50). The Association shall comprise of a Chairman, Senior Vice Chairman, Vice-Chairman, an Executive Committee and the General Body.

The Association may by a resolution of General Body, determine the number of Vice Chairmen from time to time. The General Body shall serve as the Electoral College for election of the Members of Executive Committee who will elect the Chairman, Senior Vice Chairman and Vice-Chairman from amongst themselves. The Executive Committee shall also be the Electoral College for the seats reserved for women entrepreneurs.

- 51). The Executive Committee shall comprise of persons elected by the General Body from amongst its Members subject to the following:

- (1). The Executive Committee shall comprise of at-least ten and maximum thirty Members, as determined by the General Body from time to time.

Provided that there shall be at-least fifty percent of the Members of the Executive Committee from Corporate Members.

- (2). In addition to the number of Members of the Executive Committee mentioned in (1) above, two seats will be reserved for Women Entrepreneurs in the Executive Committee.

- (3). In addition to the seats provided in clause (1) and (2) above, the immediate past Chairman of the Association shall be an ex-officio member of the Executive Committee without voting right.

- 52). If any seat reserved for any of the stipulated categories remains vacant, it shall not be filled with members from other category.



53). Where the General Body of the Association comprises of at-least fifty percent members from Associate class, there shall be rotation of office of Chairman between the Associate and Corporate Members. After first elections under the Act, the Chairman would be from such class of members as may be decided by the Executive Committee.

54). Where there is rotation of office of Chairman, the Chairman and Senior Vice-Chairman, shall not be from the same class of members.

Provided that if there are more than one Vice-Chairman, at-least one shall be from the class of members other than that of the Chairman.

55). The Chairman, Senior Vice Chairman and Vice-Chairman, in addition to the functions and responsibilities assigned to them in the Memorandum and Articles of Association, shall be *ex-officio* members of the Executive Committee of the Association.

56). The tenure of all elected office bearers shall be one year.

57). The tenure of the Members of the Executive Committee shall be two years subject to:

a). Fifty percent of the members of the Executive Committee shall retire every year;

b). After the first election of the Executive Committee under the Act, a draw shall made to determine the fifty percent members who shall retire after expiry of first year

58). On completion of the term, office bearers and members of the Executive Committee shall not be eligible to contest election or co-option in any representative capacity in the trade organization for the next one year

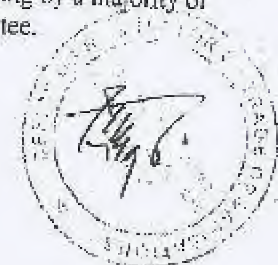
Provided that the above condition shall not apply to the office bearers and members of the Executive Committee elected under the Trade Organizations Ordinance 1961.

SUB-COMMITTEE

59). The Executive Committee shall be competent to constitute the sub-committees with such powers and duties as may be determined by the Executive Committee from time to time. The Executive Committee shall also nominate the conveners of the Committees so constituted.

CHAIRMAN OF THE MEETINGS

60). In case of the Executive Committee, the Chairman or in his absence the Senior Vice-Chairman or in the absence of both of them, Vice Chairman or any member of the Executive Committee elected for the time being by a majority of votes shall preside at the meetings of the Executive Committee.



VACANCIES

- 61). Any casual vacancy caused in the Senior Vice Chairman or Vice Chairman any member of the Committee during the interval between two General Meetings shall be filled in by the Executive Committee in such manner as it may decide.

APPOINTMENT OF AUDITORS

- 62). At each Annual General Meetings, the General Body shall appoint an Auditor or Auditors according to the provisions of the Companies Ordinance. The Auditor or the Auditors so appointed shall audit the accounts of the Association, which will be placed before the General Body, in the Annual General Meeting held immediately thereafter.

POWERS AND DUTIES OF THE CHAIRMAN

- 63). The Chairman shall perform such duties and have such powers as vested in the Chief Executive in terms of the Companies Ordinance without prejudice to the generality, the chairman shall discharge the following duties, namely:
- (i). To preside at the meetings of the Executive Committee and / or meetings of the General Body.
 - (ii). To control and maintain decorum and discipline at the meetings.
 - (iii). To look after and supervise the working and activities of the Association.
 - (iv). To use his casting vote in case of equality of votes.
 - (v). To give precedence to any item of the Agenda and to give rulings to points that may be raised in meetings.
 - (vi). To direct the Secretary General to call the meeting of the Executive Committee and the General Body, as the case may be.
 - (vii). To adjourn or disperse unruly and indisciplined meetings.
 - (viii). To lead the delegations and the deputations.
- 64). In the absence of the chairman, the Senior Vice-Chairman shall exercise all the powers of the Chairman and discharge the duties in relation to the Association and the Executive Committee.



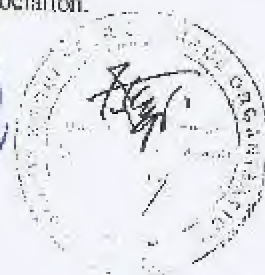
POWERS AND DUTIES OF SECRETARY GENERAL

- 65). The Secretary General full time paid employee shall be incharge of the secretariat of the Association and responsible for day to day operations of the Association and in his capacity as such shall be the custodian of all record of the Association. Without prejudice to the generality, the Secretary General will perform the following duties:
- (a). To issue notices and agenda for the meetings of the Executive Committee as the case may be.
 - (b). To carry out the decision of the General Body, Executive Committee as the case may be.
 - (c). To keep the office record properly and carry on correspondence on behalf of the Association.
 - (d). To record or cause to be recorded the minutes of the meetings of the General Body, Executive Committee as the case may be, and ensure their timely circulation to all concerned.
 - (e). To prepare annual reports and accounts of the Association.
 - (f). To sign all documents, bills and letters either singly or jointly with any other office bearer as may be decided by the Executive Committee.
 - (g). To incur urgent and necessary expenses to the extent as determined by the Executive Committee.
 - (h). To place and present the Report of any Sub-Committee before the Executive Committee.
 - (i). To keep contact with, and co-ordinate among the Circle offices and the Head office of the Association.
 - (j). To sign cheques jointly with Chairman, Senior Vice-Chairman, Vice-Chairman, or any member of the Executive Committee duly authorized in this behalf.
 - (k). The Secretary General will also act as the Returning Officer in the Elections of the Association.

AND GENERALLY exercise such powers and duties as may be incidental to the office of the Secretary General.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- 66). Ordinarily the Executive Committee shall have the following powers and duties:
- (i). To carry out all the rules, aims and objects of the Association.

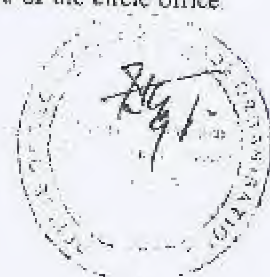


- (ii). To look after and manage all the property; movable and immovable held by the Association.
- (iii). To acquire, obtain, utilize and enjoy privileges, concessions, benefits and rights extended to registered / recognized Associations.
- (iv). To approve and to keep regular record of the activities of the Association.
- (v). To appoint, suspend or dismiss any paid employee of the Association and to determine the terms and conditions of Employment of the employees.
- (vi). To cooperate with other person or persons or associations in the interest of the Association.
- (vii). To settle differences of opinion between members and to hear appeals whenever such appeals come to the Executive Committee under these Articles.
- (viii). To recommend to the General Body to close enrollment or to change conditions for new enrollment.
- (ix). To convene meetings of the General Body and to place proposals relating to the common problems of the Association.
- (x). To issue instructions and directions, to members of the Association.
- (xi). To interpret these Articles.
- (xii). To fill any vacancy occurring among its members provided that a vacancy in the office of the Chairman shall be filled by the General Body in its General Meetings.
- (xiii). To incur all expenses necessary for the carrying out of its functions.

AND GENERALLY to decide all questions of policy affecting the Association.

POWERS AND DUTIES OF THE ZONAL COMMITTEE

- 67). Ordinarily, the Zonal Committee shall have the following powers and duties
- (i). To carry out all the rules, aims and objects of the Association.
 - (ii). To carry out directions or instructions of the Executive Committee regarding the affairs of the Association.
 - (iii). To appoint, suspend or dismiss any paid employee of the circle office concerned.



- (iv). To frame rules and bye-laws for the conduct of its own affairs or of the business of any Sub-Committee.

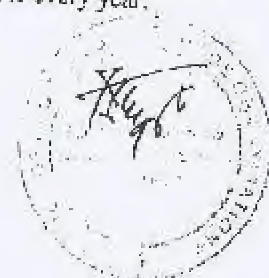
AND GENERALLY to do all acts, deeds and things incidental to the nature and field of activity under its competence.

- 68). The Executive Committee at the Head Office and the Respective Zonal Committee at the Zonal Offices shall keep or cause to be kept proper books of accounts in which shall be entered full, true and complete account of the affairs and transactions of the Association whether at the head Office or the Zonal offices, specially the following:
- (a). Minutes Book for meetings of the General Body.
 - (b). Minutes Book for Meetings of the Executive Committee.
 - (c). Register of Members.
 - (d). A register of members of the Executive Committee and Zonal Committee showing the names and addresses and all changes made therein from time to time.
- 69). Every member shall be entitled to inspect the account books and other documents which shall be kept at the Head office and the Zonal offices concerned to such an extent as the Executive Committee at the Head Office and Zonal Committee at the Zonal offices concerned may from time to time determine. The Committee or the Chairman or Senior Vice-Chairman or Vice-Chairman shall have power to refuse inspection of any documents which at the time may be confidential and whose disclosure in its or his opinion is likely to prejudice the interests of the Association. Reasons for such refusal may be given in writing and the aggrieved party may appeal to the Executive Committee whose decision in the matter shall be final.

ANNUAL GENERAL MEETING

- 70). An Annual General Meeting shall be held every year at such place and time as the Executive Committee may consider convenient at which a Report of the proceedings of the previous year and the audited yearly accounts shall be sent to the members in advance. The first General Meeting shall be held not less than one month, or more than three months after the incorporation of the Association.
- 71). Accounting year of the Association will close on the 30th June every year and its financial statements duly audited by a chartered accountant alongwith a list of members as on the 30th June shall be furnished by the Association to the Regulatory Authorities, on or before the 31st day of December every year.

EXTRA ORDINARY GENERAL MEETING



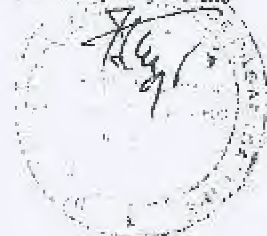
- 72). The Executive Committee whenever it may deem fit may convene a Extra Ordinary Meeting either for the purpose of transacting any Special business or for placing before the members review of the activities in the preceding months.
- 73). A Extra Ordinary Meeting shall be convened by the Executive Committee upon the requisition of not less than one-third of the members of the Association. The requisition so made shall state the object of the Extra Ordinary Meeting proposed to be called and shall be presented to the Secretary General of the Association.
- 74). Upon receipt of the requisition under the preceding Article, the Executive Committee shall forthwith proceed to convene a Extra Ordinary Meeting
- 75). Notwithstanding provisions of the preceding articles and subject to the provisions of the Ordinance as to the power to alter regulations by Special Resolution, at least twenty-one days notice, specifying the place, the day and the hour of the meeting and of the nature of the special business shall be given for any Special Meeting convened to revise, alter or amend the regulations of the Association.
- 76). The non-receipt of a notice convening any General Meeting by any member shall not invalidate the proceedings of any such meeting.

QUORUM

- 77). (a). In the case of the Executive Committee 5, or 1/3rd members and in the case of the Zonal Committee 3, or 1/3rd members shall form quorum, which is higher in number.
- (b). One fourth members present personally and entitled to vote at the General Body meetings shall constitute a quorum.
- 78). If within half an hour appointed for a General Meeting, a quorum of members is not present, the meeting if not convened on the requisition of members, shall stand adjourned to the same day in the following week at the same time and place provided that if it falls on public holiday, the meeting shall take place at the same time and place a week after and if at such adjourned meeting, the quorum of members is not present, the business on the agenda will be transacted by the members present whatever be their number. The meeting convened on requisition of members shall stand dissolved for want of quorum.
- 79). Every question referred to a General Meeting shall be decided by the majority of members present and voting at such meeting.

AMENDMENTS IN THE ARTICLES AND MEMORANDUM

- 80). Amendments in these Articles or Memorandum can be effected only by a Resolution passed by the Extra-Ordinary General Meeting of the Association convened specially for this purpose, in accordance with these Articles. A proposal for amendments in the Articles shall be passed by Majority of the



- Members present and voting at such a meeting, provided that all amendments shall be subject to the approval of the government.

FUNDS

- 81). The funds of the Association shall be deposited in a scheduled Bank or Banks.

SEALS

- 82). The Executive Committee shall as soon as practicable provide for a common seal of the Association. The seal shall be deposited with the Secretary General at the Head Office and shall never be affixed to any document except in pursuance of a resolution of the Executive Committee. Deeds, bonds and other documents to be made under the Seal shall be deemed to have been duly executed on behalf of the Association, if sealed with the common seal of the Association, and signed by the Chairman or Senior Vice-Chairman or Vice-Chairman and countersigned by the Secretary General or by the person acting as Secretary General.

GENERAL

- 83). The members who have subscribed to the Memorandum and Articles of Association shall constitute the Adhoc Committee of the Association and shall exercise all the powers of the Executive Committee until such time as office bearers of the committee are elected in terms of these Articles after the registration of the Association.

INCONSISTENCY

- 84). Notwithstanding anything contained in these Articles, the provisions of the Act and Trade Rules will prevail to resolve any inconsistency.

WINDING UP



- 85). The provisions of the Companies Ordinance, 1984 as amended from time to time, regarding the winding up of a private company shall apply to the winding up or dissolution of the Association.

INDEMNITY

- 86). The Chairman, Senior Vice-Chairman, Vice Chairman, Secretary General, members of the Executive Committee and all officers of the Association from time to time acting in relation to any of the affairs of the Association shall be indemnified out of the funds and assets of the Association against all liabilities which they or any or them may incur by reason of any act done or action taken in their aforesaid capacity in the execution of their duty including defending all legal proceedings before any Court of Law.



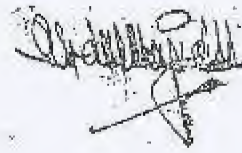
We the several persons whose names and addresses are subscribed are desirous of being formed into an Association in pursuance of these Articles of Association

Names, Address and Descriptions of Subscribers	Authorised Signatures.	Name, Address and Description of the witnesses of the Signatures.
1. AAA (Pvt) Ltd 11- modern Housing Society, Main Tipu Sultan Road, Karachi	For AAA (Pvt) Ltd Mr. Arshad Farooq Director	
2. Digital World Pakistan Ltd. 12C, Block K, Main Boulevard, Gulberg III, Lahore	For Digital World Pakistan Ltd. Mr. Farooq Naseem Chief Executive Officer	
3. Dynasel (Pvt) Ltd 21-Commercial Area, Cavalry Ground, Lahore	For Dynasel (Pvt) Ltd Mr. Haroon Niazi Managing Director	
5. New Allied Electronics Industries (Pvt) Ltd 7 th Floor, Lakson Square, Building No.1, Sarwar Shaheed Road, Karachi	For New Allied Electronics Industries (Pvt) Ltd Mr. Sarfrazuddin Director Operations	
6. Pacific Traders Pakistan (Pvt) Ltd. L-18, Block-21, F.B. Industrial Area, Karachi	For Pacific Traders Pakistan (Pvt) Ltd. Mr. Haider Ali Hussain Managing Director	
7. PEL Daewoo Electronics Ltd 81/1, Phase IV, Industrial Estate, Hattar, Haripur.	For PEL Daewoo Electronics Ltd Mr. Naseem Saigol Chairman	
8. Singer Pakistan Ltd. Room No. 608, 6 th Floor, Beaumont Plaza, Beaumont Road, Near PIDC, Karachi	For Singer Pakistan Ltd. Mr. M.K. Haq Project Manager	



9. SHN Industries
L-9, Block-21, F.B. Industrial
Area, Karachi

For SHN Industries
Mr. A. Majid S. Hussain
Managing Director



10. SoloTech Electronics
85/A, Industrial Estate,
Kotlakhpat, Lahore

For SoloTech Electronics
Mr. Shahzad Alam
Chief Executive Officer

11. Sinar Electronics Industries
S-1, Hotel Golden City,
Sarnad Road, Saddar, Karachi

For Sinar Electronics
Industries
Mr. Faizan Ahmad
Managing Director



12. SVA Ruba Electronics
Room No. 402, 4th Floor,
Beaumont Plaza, Beaumont
Road, Karachi

For SVA Ruba
Electronics
Mr. Karamat Shah Afridi
Director

Dated _____ day of _____ 2007

Witness to above Signature:

Name :

Occupation :

S/o. :

Nationality :

Add :

signature

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